

FORM **BCA 13.15** (rev. Dec. 2003)
**APPLICATION FOR AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**
Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
www.cyberdriveillinois.com

Remit payment in the form of a cashier's
check, certified check, money order
or an Illinois attorney's or CPA's check
payable to the Secretary of State.

File # _____

SEE NOTE 1 CONCERNING PAYMENT!

copy
of
SOS Filing

Filing Fee \$ _____ Franchise Tax \$ _____ Penalty/Interest \$ _____ Total \$ _____ Approved: _____

_____ Submit in duplicate _____ Type or Print clearly in black ink _____ Do not write above this line _____

1. (a) CORPORATE NAME: **ETS Payphones, Inc.**

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the
transaction of business in Illinois. Form BCA 4.15 is attached.)

2. State or Country of Incorporation **Delaware**; Date of Incorporation **11/8/2002**; Period of Duration **Perpetual**

3. (a) Address of the principal office, wherever located: **1490 Westfork Drive**
Suite G
Lithia Springs, GA 30122
(b) Address of principal office in Illinois: _____
(If none, so state) **NONE**

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: **National Registered Agents, Inc.**

Registered Office:

<i>First Name</i>	<i>Middle Initial</i>	<i>Last name</i>
<u>200 West Adams Street</u>		
<i>Number</i>	<i>Street</i>	<i>Suite #</i> (A P.O. Box alone is not acceptable.)
<u>Chicago</u>	<u>60606</u>	<u>Cook</u>
<i>City</i>	<i>ZIP Code</i>	<i>County</i>

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
See Attached

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

Name	No. & Street	City	State	ZIP
President	Guy A. Longobardo	1490 Westfork Dr.	Suite G	Lithia Springs GA 30122
Secretary	David C. Jones	1490 Westfork Dr.	Suite G	Lithia Springs GA 30122
Director	Guy A. Longobardo	1490 Westfork Dr.	Suite G	Lithia Springs, GA 30122
Director	Michael McClellan	1490 Westfork Dr.	Suite G	Lithia Springs, GA 30122
Director	<u>SEE ATTACHED LIST</u>			

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

Independent Payphone Provider
Installation and maintainance of pay telephones

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
	COMMON	\$.0001	6,000,000	5,000,000

(If more, attach list)

9. Paid-in Capital: \$ **11,432,656**

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ **8,434,284**
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ **1,050**
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ **20,000,000**
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ **6,300**

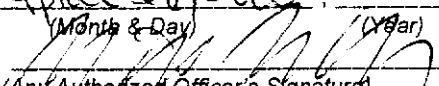
11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? **No**
- (b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated

April 26, 2005
(Month & Day) (Year)

(Any Authorized Officer's Signature)
Michael H. McClellan - CFO
(Print Name and Title)

ETS Payphones, Inc.

(Exact Name of Corporation)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.

ETS PAYPHONES, INC

Additional Officers and Directors

Treasurer / CFO Michael H. McClellan
1490 Westfork Drive
Suite G
Lithia Springs, GA 30122

Director Michael M. Scott
9596 Escondido Drive
Willis, TX 77378

Director Michael H. Buck
23 Camp Sapphire Road
Brevard, NC 28712

Director S. Gregory Hays
3343 Peachtree Road NE
East Tower, Suite 750
Atlanta, GA 30326

ETS PAYPHONES, INC

(5) States and countries in which it is admitted or qualified to transact business

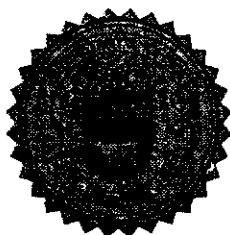
**Alabama
Arizona
Arkansas
Colorado
Connecticut
Delaware
District of Columbia
Georgia
Indiana
Kansas
Kentucky
Louisiana
Maryland
Massachusetts
Mississippi
Missouri
Nebraska
New Hampshire
New Jersey
New Mexico
New York
North Carolina
Ohio
Oklahoma
Pennsylvania
Puerto Rico
South Carolina
Tennessee
Texas
Virginia
West Virginia
Wyoming**

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ETS PAYPHONES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF APRIL, A.D. 2005.



3589999 8300

050234444

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3804408

DATE: 04-12-05

Bank of America



Cashier's Check No.

Denver - Bank of America, N.A.
Bank - San Antonio, Texas

172-01-02-615 1st

No. 03743491

04-28-2005

Date

\$

175.00

Pay

THE SUM OF FIVE HUNDRED AND NO/100 DOLLARS

SECRETARY OF STATE-ILLINOIS

Name

DEPARTMENT OF BUSINESS SERVICES

Street

City, State

LET'S PAY PHONES

Purchaser

Ka. Dep. Sec. St.
Authorized Signature

⑆03743491⑆ ⑆11000019⑆ 001611002500⑆

THE ORIGINAL DOCUMENT HAS A RETICULE WATERMARK ON THE BACK HOLD AT AN ANGLE TO VIEW WHEN CHECKING THE ENDORSEMENT

For GA Use Only 10-14-0262B 5-2001

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